

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		
VINCI BRANDS LLC,	:	
	:	
Plaintiff,	:	
	:	
-against-	:	23 Civ. 5138 (LGS)
	:	
COACH SERVICES, INC., et al.,	:	
Defendants.	:	
-----:		<b><u>ORDER</u></b>
KATE SPADE LLC, et al.,	:	
	:	
Plaintiffs,	:	
	:	
-against-	:	23 Civ. 5409 (LGS)
	:	
VINCI BRANDS LLC, et al.,	:	
Defendants.	:	
-----X		

LORNA G. SCHOFIELD, District Judge:

WHEREAS, on September 12, 2023, this Court issued a preliminary injunction opinion and order (the “PI Order”) finding a clear or substantial likelihood that Defendants would be able to show that the license agreement (the “Agreement”) between Kate Spade LLC (“Kate Spade”) as licensor and Vinci Brands LLC (“Vinci”) as licensee for mobile phone cases and similar products properly terminated as of July 18, 2023, but not as of June 14, 2023. As injunctive relief and without prejudice to the parties’ legal arguments, the PI Order directs the parties to follow the post-termination procedures set forth in Section 12 of the Agreement and to file within a week a joint letter setting forth their compliance with the PI Order;

WHEREAS, on September 19, 2023, the parties filed a joint letter asking for the Court's assistance to facilitate winding up their relationship and implementing the post-termination provisions in the Agreement;

WHEREAS, on September 21, 2023, the Court provided preliminary orders on the information to be provided to Kate Spade by Vinci regarding Vinci's items in process and items to be sold, and invited the parties to propose any modifications to those information lists and two letters of authorization proposed by Vinci (Dkt. 152);

WHEREAS, the parties filed letters on September 22, 23, 25 and 26, 2023, regarding proposed modifications to the Court's proposals. (Dkts. 154, 155, 157, 158). In response to the parties' requests for modifications, the Court orders as follows: it is hereby

**ORDERED** that, by **October 10, 2023**, Vinci shall provide the information to Kate Spade for items in the "in process" category:

(1) the item designation (Kate Spade SKU) and brief description; ~~(2) the date a written (non-cancelable) order was received, as applicable; (3) basis for the written order being non-cancelable;~~ (4) the total units in process; (5) the date of completion of production or an estimate thereof and (6) the cost of goods pricing in accordance with the Inventory Purchase Option.

Section 12.3 of the Agreement permits Vinci to complete in-process merchandise that is not subject to a written customer order (and therefore would be subject to Kate Spade's Inventory Purchase Option). *See* Agreement § 12.3 (permitting completion of production of merchandise "which is in process, or for which written orders have been received from customers"). Along with such information, Vinci shall confirm in writing that the items were either (1) in process and subject to a non-cancelable order by Vinci with a supplier as of July 18, 2023, or (2) subject to a written order to Vinci from a customer as of July 18, 2023. While Kate Spade is entitled to information that allows it to determine the "aggregate purchase price equal to the lower of Licensee's cost of such Licensed Merchandise and/or Promotion Products or market value for

same” pursuant to the Inventory Purchase Option under Section 12.2, the Agreement does not require Vinci to provide information on the units’ location and landing costs. It is further

**ORDERED** that, by **October 10, 2023**, Vinci shall provide the following information to Kate Spade for items Vinci intends to sell:

(1) the item designation (Kate Spade SKU) and brief description; (2) the date the written order was received; (3) the total units in inventory that Vinci seeks to sell; (4) the wholesale unit price and (5) total wholesale value of the units in inventory that Vinci seeks to sell.

Along with such information, Vinci shall confirm in writing that the items (i) existed in Vinci’s inventory or were in process as of July 18, 2023, and (ii) as of July 18, 2023, were the subject of a written order from the customer. “Subject of a written order of a customer” does not include orders that were unconditionally and unequivocally canceled as of July 18, 2023, but does include orders that buyers refused to honor without a letter of authorization from Kate Spade -- as it was Kate Spade’s First Termination (the propriety of which Kate Spade has thus far failed to show a clear or substantial likelihood of success) that caused some of these customer orders to be canceled pending letters of authorization from Kate Spade.

Vinci may sell items in process and subject to a customer order because Section 12.3 states that “upon completion of the production of any Licensed Merchandise in accordance with the provisions of this Article 12, such Approved License Merchandise will be deemed subject to an Inventory Purchase Option, *to the extent and as set forth in Section 12.2 hereof.*” (Emphasis added.) Section 12.2 states that the Inventory Purchase Option does not apply to merchandise “subject to written orders received from customers on the date of termination or expiration of this Agreement.”

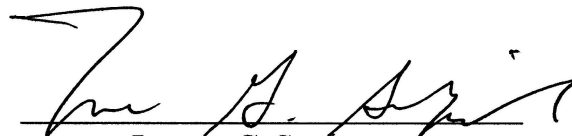
Kate Spade has no need for “the cost of goods pricing in accordance with the Inventory Purchase Option” for items Vinci intends to sell because, as explained above, Kate Spade’s Inventory Purchase Option does not apply to the merchandise Vinci plans to sell to customers under Section 12.2. It is further

**ORDERED** that, by **October 10, 2023**, Vinci shall file a letter with the Court confirming that the information as ordered has been provided. It is further

**ORDERED** that, within one day after receipt of this information, Kate Spade shall provide Vinci with signed copies of the letters of authorization attached to this Order. That same day, Kate Spade shall file a letter with the Court confirming that it has sent the signed letters to Vinci. Vinci is authorized to disseminate the signed letters only to the suppliers and customers that meet the criteria above.

The parties may jointly propose any modification to this Order, including to the letters of authorization, but only to the extent that the affected parties on both sides agree.

Dated: October 3, 2023  
New York, New York



**LORNA G. SCHOFIELD**  
**UNITED STATES DISTRICT JUDGE**

kate spade

NEW YORK

**LIMITED LETTER OF AUTHORIZATION**

THIS LETTER OF AUTHORIZATION authorizes certain factories and/or exporters to engage in the Authorized Activity for the Authorized Items (each as defined, described, and limited herein), in accordance with criteria set by a September 13, 2023 Opinion and Order from the U.S. District Court for the Southern District of New York, and a September 21, 2023 Order from the U.S. District Court for the Southern District of New York, and an October 3, 2023 Order from the U.S. District Court for the Southern District of New York.

THIS LETTER OF AUTHORIZATION is effective **ONLY** for the Authorized Activity for the Authorized Items (defined below).

Kate Spade LLC, a subsidiary of Tapestry, Inc., is the sole and exclusive owner worldwide of the Kate Spade New York brand, and all associated trademarks for use in connection with handbags, luggage, small leather goods, shoes, watches, eyewear, jewelry, clothing, and other related products, accessories, and packaging (collectively, the "KSNY Brand"). These trademarks include, but are not limited to, the KATE SPADE NEW YORK and KATE SPADE word marks and the Kate Spade New York Spade Lock Up Logo (collectively, the "KSNY Trademarks"). The authorization set forth here shall not be transferred or assigned to any other person or entity without the express prior written authorization of Kate Spade LLC. Orders produced for the KSNY Brand shall not be subcontracted during any part of the manufacturing process without Kate Spade LLC's prior written authorization.

**There must be no manufacture, shipping and/or other disposition of KSNY Brand inventory other than that expressly authorized in writing by Kate Spade LLC.**

**Authorized Licensee:** Vinci Brands LLC

**Authorized Activity:** Manufacture of Authorized Items that Vinci has represented were (i) in the process of being manufactured as of July 18, 2023 ~~(and not cancelled on or before July 18, 2023)~~ or (ii) part of a written order received for manufacture before or as of July 18, 2023 ~~(and not cancelled on or before July 18, 2023)~~. There must be no Import and/or Export of Authorized Items manufactured under this Limited Letter of Authorization except as expressly authorized, separately and in writing, by Kate Spade LLC.

Import and Export of Authorized Items that Vinci has represented (i) existed in Vinci Brands, LLC's (or the factory's) inventory or in the process of being manufactured as of July 18, 2023 and (ii) the same Authorized Items, as of July 18, 2023, were the subject of a written order ~~(which had not been previously canceled)~~ by a Vinci Brands, LLC customer.

**Authorized Items:** Authentic phone cases, other tech accessories, and related packaging materials using the KSNY Trademarks, solely in connection with the Authorized Activity (defined above).

**Inquiries:** ALL QUESTIONS ABOUT THIS LIMITED LETTER OF AUTHORIZATION MUST BE IN WRITING AND SUBMITTED JOINTLY TO:

Kate Spade LLC  
Attention: Charlotte Warshaw  
VP, Licensing & NA Wholesale, kate spade new york  
cwarshaw@katespade.com

Vinci Brands LLC  
Attention: **[[TO BE PROVIDED BY VINCI]]**

**Executed Authorization:**

**Kate Spade LLC**  
2 Park Avenue  
New York, NY 10016  
USA

c/o  
10 Hudson Yards  
New York, NY 10001  
USA

\_\_\_\_\_  
Date: ~~September~~ October \_\_, 2023

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kate spade

NEW YORK

**LIMITED LETTER OF AUTHORIZATION**

THIS LETTER OF AUTHORIZATION authorizes certain retailers to engage in the Authorized Activity for the Authorized Items (each as defined, described, and limited herein), in accordance with criteria set by a September 13, 2023 Opinion and Order from the U.S. District Court for the Southern District of New York, and a September 21, 2023 Order from the U.S. District Court for the Southern District of New York, and an October 3, 2023 Order from the U.S. District Court for the Southern District of New York.

THIS LETTER OF AUTHORIZATION is effective **ONLY** for the Authorized Activity for the Authorized Items (defined below).

Kate Spade LLC, a subsidiary of Tapestry, Inc., is the sole and exclusive owner worldwide of the Kate Spade New York brand, and all associated trademarks for use in connection with handbags, luggage, small leather goods, shoes, watches, eyewear, jewelry, clothing, and other related products, accessories, and packaging (collectively, the "KSNY Brand"). These trademarks include, but are not limited to, the KATE SPADE NEW YORK and KATE SPADE word marks and the Kate Spade New York Spade Lock Up Logo (collectively, the "KSNY Trademarks"). The authorization set forth here shall not be transferred or assigned to any other person or entity without the express prior written authorization of Kate Spade LLC. Orders produced for the KSNY Brand shall not be subcontracted during any part of the manufacturing process without Kate Spade LLC's prior written authorization.

**There must be no disposition of KSNY Brand authentic phone cases, other tech accessories, and related packaging materials other than that expressly authorized in writing by Kate Spade LLC.**

**Authorized Licensee:** Vinci Brands LLC

**Authorized Activity:** Import, take delivery of, export, or sell Authorized Items (defined below). ~~For the avoidance of doubt, this limited letter of authorization does not allow the import, delivery of, export, or sale of items manufactured after July 18, 2023.~~

**Authorized Items:** Authentic phone cases, other tech accessories, and related packaging materials using the KSNY Trademarks (collectively, the "Items"), as verified by Vinci, ~~which that are:~~ (i) Items ~~were~~ in Vinci Brands LLC's (or its supplier's) inventory or in the process of being manufactured as of July 18, 2023; **AND** (ii) the same Items, as of July 18, 2023, were subject to a written order, from the retailer that is in receipt of this Limited Letter of Authorization, ~~which had not been canceled as of July 18, 2023.~~

**Inquiries:** ALL QUESTIONS ABOUT THIS LIMITED LETTER OF AUTHORIZATION MUST BE IN WRITING AND SUBMITTED JOINTLY TO:

Kate Spade LLC  
Attention: Charlotte Warshaw  
VP, Licensing & NA Wholesale, kate spade new york  
cwarshaw@katespade.com

Vinci Brands LLC  
Attention: **[[TO BE PROVIDED BY VINCI]]**

**Executed Authorization:**

**Kate Spade LLC**  
2 Park Avenue  
New York, NY 10016  
USA

c/o  
10 Hudson Yards  
New York, NY 10001  
USA

\_\_\_\_\_  
Date: ~~September~~ October \_\_, 2023

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